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CERTIFICATE OF DESIGNATIONS, PREFERENCES

AND RIGHTS OF SERIES B PREFERENCE STOCK

OF

THE MACKE COMPANY

* * *

The Macke Company, a corporation organized and existing under the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

That, pursuant to authority conferred upon the Board of Directors by the Certificate of Incorporation, as amended, of said corporation, and pursuant to the provisions of section 151 of Title 8 of the Delaware Code of 1953, as amended, said Board of Directors, at a meeting duly held on November 24, 1970, adopted resolutions providing the authorization for the issuance of sixteen thousand (16,000) shares of Series B Preference Stock, which resolutions are as follows:

"RESOLVED: That, pursuant to the authority conferred upon the Board of Directors by the Certificate of Incorporation of The Macke Company (the 'Corporation'), there is hereby established a series of the authorized preference stock of the Corporation having an agreed value of \$100.00 per share, which series shall be designated as 'Series B Preference Stock' (the shares of which are hereinafter referred to as 'Series B Preference Shares'), shall consist of 16,000 shares

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and shall have the following dividend rights, dividend rate, conversion rights, rights and terms of redemption, redemption prices and liquidation preferences:

SECTION I

Voting Rights

The holders of the Series B Preference Shares shall have one vote per share on all matters to come before the shareholders of the Corporation. Except as otherwise provided by law or the Certificate of Incorporation of the Corporation, the holders of the Series B Preference Shares shall vote with the holders of the outstanding Common Stock of the Corporation (the shares of which are hereinafter referred to as 'Common Shares') and of any other series of preference stock entitled to vote in such manner, and not as a separate class or series.

SECTION II

Dividends

The holders of the Series B Preference Shares shall be entitled to receive, prior to the payment of any cash dividends to the holders of the Common Shares, out of any funds legally available therefor, dividends payable in cash at the rate of Four Dollars (\$4.00) per annum per share, and no more, and said dividends shall be cumulative and accrue from December 17, 1970, and from day to day thereafter, whether or not earned or declared. Such dividends for the period commencing on December 17, 1970 and ending December 31, 1970, shall be payable on or about March 20, 1970 and thereafter shall be payable quarterly.

SECTION III

Redemption by the Corporation

A. The Series B Preference Shares shall be redeemable by the Corporation, at its option, on and after December 17, 1975 (as to the shares issued at closing), or on or after September 30, 1979 (as to the shares issued on an 'earn-out' basis), but not prior thereto, whether by tender offer or otherwise. The Series B Preference Shares shall be redeemable upon the terms

and conditions hereinafter provided, at a redemption price of One Hundred Dollars (\$100.00) per share plus any accrued and unpaid dividends thereon if any (hereinafter collectively referred to as the 'redemption price'), to the date fixed for redemption (hereinafter referred to as the 'redemption date').

B. The holders of Series B Preference Shares shall have the right for the period from December 17, 1975 through April 17, 1976 (as to the shares issued at closing) or for the four (4)-month period after the expiration of five (5) years from the date of issuance of the 'earn-out shares' (as to the 'earn-out shares') to require the Corporation to redeem such Series B Preference Shares, upon the terms and conditions hereinafter provided, at the redemption price to the redemption date. (Reference is hereby made to that certain Ancillary Agreement dated October 26, 1970 by and among the Corporation, Macke Trash Service, Inc., and Hueffmeier Brothers, Inc., for the definition of 'earn-out shares' and certain other terms used herein.)

C. Notice of redemption shall be mailed by the Corporation not less than twenty nor more than fifty days prior to the redemption date to each holder of record of the Series B Preference Shares to be redeemed, at his address as it appears in the records of the Corporation. Neither failure to mail any such notice to one or more of such holders nor any defect in any such notice shall affect the sufficiency of the proceedings for redemption as to other holders. Notice by any holder of record of the Series B Preference Shares as to the required redemption by the Corporation (as set forth in Paragraph B of this Section III) shall be mailed to the Secretary of the Corporation not less than twenty nor more than fifty days prior to the redemption date. Any such notice shall state:

(i) The redemption date;

(ii) The number of Series B Preference Shares to be redeemed, and, if less than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from him;

(iii) The redemption price.

D. In the event of any redemption pursuant to the foregoing Paragraphs of this Section III, the redemption price shall be paid at the rate of twenty percent (20%) down, with the remaining unpaid redemption price payable in equal quarterly installments of principal and interest (with interest payable on the unpaid principal balance at a rate of one percent (1%) below the Chemical Bank of New York prime rate from time to time) over the five (5)-year period commencing upon such redemption date. Such deferred redemption price shall be represented by a promissory note of the Corporation, bearing interest at the aforesaid rate, which promissory note shall be subordinated to (i) any pre-existing or subsequent indebtedness of the Corporation or any of its subsidiaries to any banks or other institutional lenders, (ii) any indebtedness of any subsidiary of the Corporation existing on the date of its acquisition by the Corporation, and (iii) any debentures or other evidences of indebtedness of the Corporation or any of its subsidiaries placed through a public offering.

E. Redemption of less than all the Series B Preference Shares outstanding at the time of such redemption shall be pro rata, but rounded to the nearest full share in each case; provided, however, that, if the holders of all the Series B Preference Shares shall so consent in writing, such redemption may be on a basis other than pro rata. On or after the redemption date, each holder of the Series B Preference Shares called for redemption shall surrender his certificate for such Series B Preference Shares to the Secretary of the Corporation and shall thereupon be entitled to receive payment of the redemption price. In the event that less than all the Series B Preference Shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed Series B Preference Shares.

F. On the date when (i) the notice of redemption shall have been duly given and (ii) the funds necessary for redemption shall have been set aside by the Corporation and made available therefor, then, notwithstanding

that the certificates evidencing any Series B Preference Shares so called for redemption shall not have been surrendered or that the redemption date shall not have occurred, such Series B Preference Shares so called shall be deemed to be redeemed, dividends on those shares shall cease to accrue after the redemption date, such Series B Preference Shares shall be deemed to be no longer outstanding, the conversion rights, if any, applicable to such Series B Preference Shares shall cease at the close of business on the third business day prior to the redemption date; and the holders thereof shall cease to be shareholders with respect to such Series B Preference Shares and shall have no rights with respect thereto except the right to convert as aforesaid and the right to receive the redemption price thereof, without interest, upon surrender of their certificates therefor.

SECTION IV

Liquidation, Dissolution, Distribution of Assets or Winding Up of the Corporation

Upon liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of the Series B Preference Shares shall be entitled to the same rights as a holder of that number of the Common Shares of the Corporation which such shareholder would have been entitled to receive if he had converted such Series B Preference Shares into such Common Shares, as of the date of such liquidation, dissolution, distribution of assets or winding up of the Corporation; provided, however, that such holders of the Series B Preference Shares shall first, in accordance with Section II hereof, be entitled to any accrued but unpaid dividends.

SECTION V

Sinking Fund

There shall be no sinking fund for the redemption of the Series B Preference Shares.

SECTION VI

Conversion

A. The holder of any Series B Preference Shares may, at his option, convert all or any portion thereof

into Common Shares, at a conversion price of Twenty Dollars (\$20.00) per Common Share, and upon the other terms hereinafter set forth; provided, however, that in the case of any such Series B Preference Shares called for redemption, such conversion may be affected only up to the close of business on the third business day prior to the redemption date.

B. To convert any Series B Preference Shares, the holder thereof shall deliver to the Secretary (or other designee) of the Corporation written notice of his election to convert such Series B Preference Shares and shall surrender the certificates for such Series B Preference Shares (properly endorsed for transfer to the Corporation) to such person. The 'date of conversion' of such Series B Preference Shares shall be the date of receipt by such person of such notice or of the certificates for such Series B Preference Shares (properly endorsed for transfer to the Corporation), whichever shall last occur, and the converting holder shall be deemed to have become, on the day following the date of conversion, the record holder of that number of Common Shares deliverable upon the date of conversion, in accordance with Paragraph A of this Section VI. As soon as reasonably possible after the date of conversion, the Corporation shall issue and deliver, or cause to be issued and delivered, to such converting holder a certificate or certificates for the number of Common Shares deliverable on such conversion. The holder of any Series B Preference Shares surrendered for conversion shall pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of Common Shares in any name other than that of the record holder of any such Series B Preference Shares converted, and the Corporation shall not be required to issue or deliver any certificates for such Common Shares unless and until the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.

C. No fractional interest in a Common Share shall be deliverable upon the conversion of any Series B Preference Share or Shares, and the Corporation shall issue the nearest whole number of Common Shares to which such fractional interest may be rounded down.

D. In the case of any capital reorganization, or of any reclassification of Common Shares issuable upon conversion of Series B Preference Shares, or in the case of any consolidation or merger of the Corporation into any other corporation (other than a consolidation or merger in which the Corporation is the continuing corporation) or of the sale of the properties and assets of the Corporation as, or substantially as, an entirety to any other corporation, lawful provision shall be made so that the holders of any Series B Preference Shares shall be entitled to receive upon conversion the kind and amount of shares of stock, other securities, or property which such holder would have been entitled to receive had he converted such Series B Preference Shares into Common Shares, as of the record date for determination of holders of Common Shares entitled to participate in such capital reorganization, reclassification, consolidation, merger or sale.

E. In case the Common Shares at any time outstanding shall be subdivided into a greater or combined into a lesser number of shares (whether with or without par value), or in case of any dividend payable in Common Shares, the conversion price set forth in Paragraph A of this Section VI shall be proportionately increased or decreased, as the case may be. Any such adjustment shall become effective at the close of business on the date fixed for determination of shareholders entitled to receive any new certificates of Common Shares issuable upon such subdivision or combination.

F. Upon surrender of any Series B Preference Shares for conversion, the holder thereof shall be entitled to accrued dividends to the date of conversion.

G. Common Shares issued upon conversion of Series B Preference Shares will be fully paid and non-assessable.

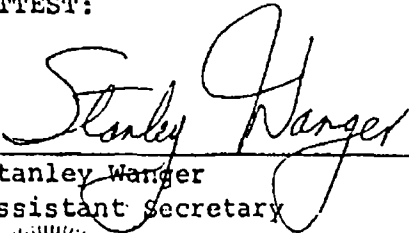
H. The Corporation Shall not be required to deliver certificates for Common Shares upon conversion while its stock transfer books are closed for any meeting of shareholders or for the payment of dividends or for any other purpose.

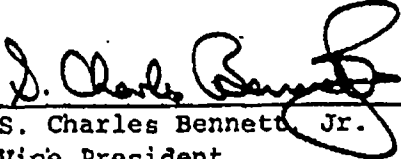
I. In case of any voluntary liquidation, dissolution or winding up of the Corporation, all conversion rights of the holders of Series B Preference Shares shall terminate on a date fixed by the Board of Directors, such date to be not more than thirty days before the record date for determining the holders of Common Shares entitled to receive any distribution upon such liquidation, dissolution or winding up. The Corporation shall cause notice of the proposed action, and of the date of termination of conversion rights, to be mailed to holders of record not later than thirty days before the date of such termination."

IN WITNESS WHEREOF, said The Macke Company has caused its corporate seal to be hereunto affixed and this certificate to be signed by S. Charles Bennett, Jr., its Vice President, and attested by Stanley Wanger, its Assistant Secretary, this 16th day of December, 1970.

THE MACKE COMPANY

ATTEST:


Stanley Wanger
Assistant Secretary

By 
S. Charles Bennett, Jr.
Vice President



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STATE OF MARYLAND)

COUNTY OF PRINCE GEORGE'S)

ss:

BE IT REMEMBERED that on this 16th day of December, 1970,
personally came before me, a Notary Public in and for the County
and State aforesaid, S. Charles Bennett, Jr., Vice President of
The Macke Company, a corporation of the State of Delaware, and
he duly executed said certificate before me and acknowledged the
said certificate to be his act and deed and the act and deed of
said corporation and the facts stated therein are true; and that
the seal affixed to said certificate and attested by the Assistant
Secretary of said corporation is the common or corporate seal of
said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.

PATRICIA K. STEWART
NOTARY PUBLIC
PRINCE GEORGE'S CO. MD.

Patricia K. Stewart
Notary Public

My Commission Expires July 1, 1974